

RECORDATION NO. 26227 FILED

MAR 01 '06

2-22 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

February 27, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated January 31, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Ohio Valley Electric Corp.
155 W. Nationwide Blvd.
Columbus, OH 43216-0036

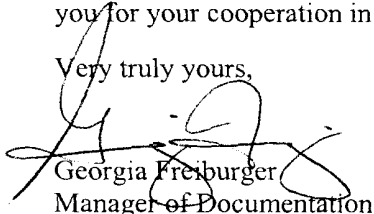
A description of the railroad equipment covered by the enclosed document is two hundred eighty (280) 4520 cu. ft. aluminum rotary gondola cars, with OVEX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(OHVE001)

ASSGN. NO.: OHVE001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of January, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ohio Valley Electric Corporation ("Lessee"), an Ohio corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 19, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Susan Grokulska

Title: _____

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION Executed on this 31st day of January, 2006.

[CORPORATE SEAL]

RECORDATION NO. _____ FILED

STATE OF ILLINOIS

MAR 01 '06

2-22 PM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

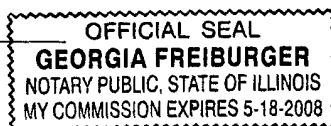
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31st day of January, 2006.

Georgia Freiburger
Notary Public

Commission Expires:

5-2008



(Notary Public)

LESSEE:

OHIO VALLEY ELECTRIC CORPORATION

ATTEST:

By:

David L. Hart

Name:

David L. Hart

Title:

Vice President

By:

John D. Brodt

Name:

John D. Brodt

Title:

Secretary and Treasurer

Executed on this 19th day of January, 2006

STATE OF OHIO

COUNTY OF FRANKLIN

I, Virginia L. Harper, a Notary Public of the County and State aforesaid, certify that David L. Hart personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of January, 2006

Virginia L. Harper
Notary Public

Commission Expires: 1-13-2011

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Two hundred eighty (280)

- II. DESCRIPTION OF CARS: New, 4520 cubic foot capacity, BethGon® II aluminum rotary gondola cars, 286 GRL, built by FreightCar America.

- III. CAR NUMBERS: OVEX 10401 - 10680